

L12000069942

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

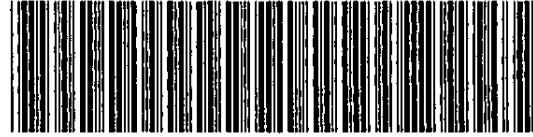
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FILED  
13 FEB - 4 PM 5:14  
SECRETARY OF STATE  
TALLAHASSEE, FL 32302

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: **TB Assets LLC**

Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

**Howard Conner**

Name of Person

Firm/Company

**3829 Brampton Island Ct N**

Address

**Jacksonville FL 32224**

City/State and Zip Code

**hdconner@comcast.net**

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

**Howard Conner**

Name of Person

**904 699-4624**

at ( )

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

\$25.00 Filing Fee

\$30.00 Filing Fee &  
Certificate of Status

\$55.00 Filing Fee &  
Certified Copy  
(additional copy is enclosed)

\$60.00 Filing Fee,  
Certificate of Status &  
Certified Copy  
(additional copy is enclosed)

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET/COURIER ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF

FILED

13 FEB -4 PM 5:14

TB Assets LLC

(Name of the Limited Liability Company as it now appears on our records)  
(A Florida Limited Liability Company)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Organization for this Limited Liability Company were filed on 05-24-12 and assigned Florida document number L12000069942.

This amendment is submitted to amend the following:

**A. If amending name, enter the new name of the limited liability company here:**

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

Enter new principal offices address, if applicable:  
*(Principal office address MUST BE A STREET ADDRESS)*

3829 Brampton Island Ct N  
Jacksonville FL 32224

Enter new mailing address, if applicable:  
*(Mailing address MAY BE A POST OFFICE BOX)*

3829 Brampton Island Ct N  
Jacksonville FL 32224

**B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:**

Name of New Registered Agent:

Howard Conner

New Registered Office Address:

3829 Brampton Island Ct N

*Enter Florida street address*

Jacksonville

Florida 32224

*City*

*Zip Code*

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.*

  
Howard Conner  
If Changing Registered Agent, Signature of New Registered Agent

If amending the Managers or Managing Members on our records, enter the title, name, and address of each Manager or Managing Member being added or removed from our records:

MGR = Manager  
MGRM = Managing Member

| <u>Title</u> | <u>Name</u>                     | <u>Address</u>                                     | <u>Type of Action</u>  |
|--------------|---------------------------------|--|--|
| MGRM         | Oasis Financial Enterprises LLC | 3829 Brampton Island Ct N<br>Jacksonville FL 32224 | <input type="checkbox"/> Add<br><input checked="" type="checkbox"/> Remove |
| MGRM         | QIK MME Holdings LLC            | 3829 Brampton Island Ct N<br>Jacksonville FL 32224 | <input checked="" type="checkbox"/> Add<br><input type="checkbox"/> Remove |
| MGRM         | TB Castles LLC                  | 15925 Dover Cliffe Dr<br>Lutz FL 33548             | <input type="checkbox"/> Add<br><input checked="" type="checkbox"/> Remove |
| MGR          | TB Castles LLC                  | 15925 Dover Cliffe Dr<br>Lutz FL 33548             | <input checked="" type="checkbox"/> Add<br><input type="checkbox"/> Remove |
|              |                                 |  | <input type="checkbox"/> Add<br><input type="checkbox"/> Remove            |
|              |                                 |  | <input type="checkbox"/> Add<br><input type="checkbox"/> Remove            |

D. If amending any other information, enter change(s) here: *(Attach additional sheets, if necessary.)*

See attached Resolution

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See attached Proxies

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Dated February 1, 2013.



Signature of a member or authorized representative of a member

Howard Conner

Typed or printed name of signee

Page 3 of 3

Filing Fee: \$25.00

**TB ASSETS GROUP, LLC  
RESOLUTION**

**Effective February 1, 2013**

The undersigned, as Managing Member of TB ASSETS GROUP, LLC, a Florida Limited Liability Company (the "Company") does hereby adopt the following resolution to the same extent as if adopted at an annual meeting of Members duly called and held on the date set forth above:

Based on the following findings, namely;


- (1) That William Ballinger, while acting as managing member of TB CASTLES, LLC has failed to account for rents collected or monies expended, while serving as operational managing member of TB ASSETS GROUP, LLC, to the remaining members of that group's
- (2) That William Ballinger, while acting as managing member of TB CASTLES, LLC, transferred properties belonging to TB ASSETS GROUP, LLC without permission of all parties of the JOINT VENTURE AGREEMENT.
- (3) That William Ballinger, while acting as managing member of TB CASTLES, LLC, fraudulently transferred property out of TB ASSETS GROUP, LLC.

and therefore

BE IT RESOLVED, that William Ballinger, Philip Taylor and T.B. CASTLES, LLC are removed as operational managing member of TB ASSETS GROUP, LLC, effective immediately,

BE IT FURTHER RESOLVED, that effective February 1, 2013, that neither William Ballinger, Philip Taylor, or any agent of T.B. CASTLES, LLC is qualified to collect rents and all are hereby required to remit all rents previously collected for any parcel that was under the legal title or control of TB ASSETS GROUP, LLC.

IN WITNESS WHEREOF, the undersigned has executed this consent with the intention to be effective as of the date first written above.

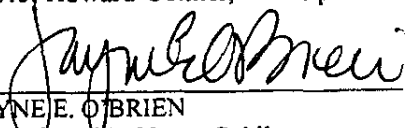
  
Howard Conner, as Managing Member of OIK MME Holdings, LLC  
(formally doing business in the name of Oasis Financial Enterprises)

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

Sworn to and subscribed before me this February 1<sup>st</sup>, 2013, Howard Conner, who is personally known to me and who did take oath.



JAYNE E. O'BRIEN  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# EE168925  
Expires 2/13/2016

  
JAYNE E. O'BRIEN  
State of Florida, Notary Public  
My Commission expires: February 13, 2016


## PROXY

This proxy is solicited on behalf of the Board of Directors.

The undersigned hereby appoints HOWARD D. CONNER as the Proxy of the undersigned, with power of substitution, to vote as designated below all of the member's interest held of record by the undersigned on February 1, 2013, at the special meeting of the shareholders of TB Oasis Group, LLC, TB Portfolio, LLC and TB Assets, LLC to be held on February 1, 2013, at GALLO FARREN LAW, P.A., 1530 Bloomingdale Avenue, Vairico, Florida 33596, and any adjournments of the meeting. This voting power is given to the undersigned as a provision of the Joint Venture Agreement dated March 2, 2012 between TB Castles, LLC and Oasis Financial Enterprises, LLC

1. All issues listed in the January 4 & 15, 2013 letters from Thomas J. Gallo to William Ballinger and/or his attorney and all issues listed in the email from Howard Conner to William Ballinger dated January 9, 2013 relating to the operation of TB Oasis Group, LLC, TB Portfolio, LLC and TB Assets, LLC.
2. In his discretion, the Proxy is authorized to vote on such other business as may properly come before the meeting.

This Proxy, when properly executed, will be voted in the manner directed in this Proxy by the undersigned shareholder. Please sign exactly as name appears below. When shares are held by joint tenants, both should sign. When signing as an attorney, executor, administrator, trustee, or guardian, please give full title as such. If a corporation, please sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by authorized person.

  
Name: Mike Davies, Investor in:  
QIK MME Holdings, LLC (formally Oasis Financial  
Enterprises, LLC)

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Signature, if held jointly

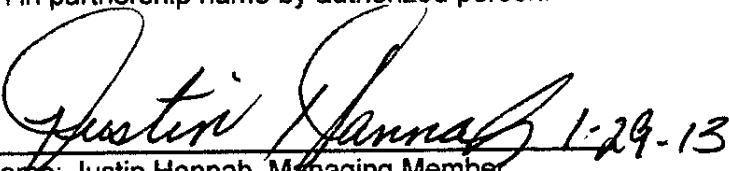
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This Proxy, when properly executed, will be voted in the manner directed in this Proxy by the undersigned shareholder. Please sign exactly as name appears below. When shares are held by joint tenants, both should sign. When signing as an attorney, executor, administrator, trustee, or guardian, please give full title as such. If a corporation, please sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by authorized person.

  
Name: Justin Hannah, Managing Member  
QIK MME Holdings, LLC (formally Oasis Financial Enterprises, LLC)

\_\_\_\_\_  
Signature, if held jointly